

**ULTIMATE**

**SPIDER-MAN®**

ISSUE  
**42**


TEMPTATIONS



**BENDIS  
BAGLEY  
THIBERT**

**MARVEL®**





# 70 YEARS OF MARVEL COMICS

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70 YEARS  
MARVEL  
COMICS









Though I will try my damndest *not* to get my whatever kicked this time.



What I am *really* not in the mood for is the public *mocking* I will take for going out in a half-made Spider-Man costume.

Yes, I *do* desperately want my identity kept a secret.

But this half-sewn-together outfit might be the line I draw in the sand as to how *far* I will go to keep my identity a secret.

So, as I try *not* to get my whatever kicked, and hope *not* to get mocked, and hope I can *maybe* talk some sense into this mysterious Geldoff guy and not have to fight him...

...I must again *remind* myself that all I really want to be doing is making out with Mary Jane...

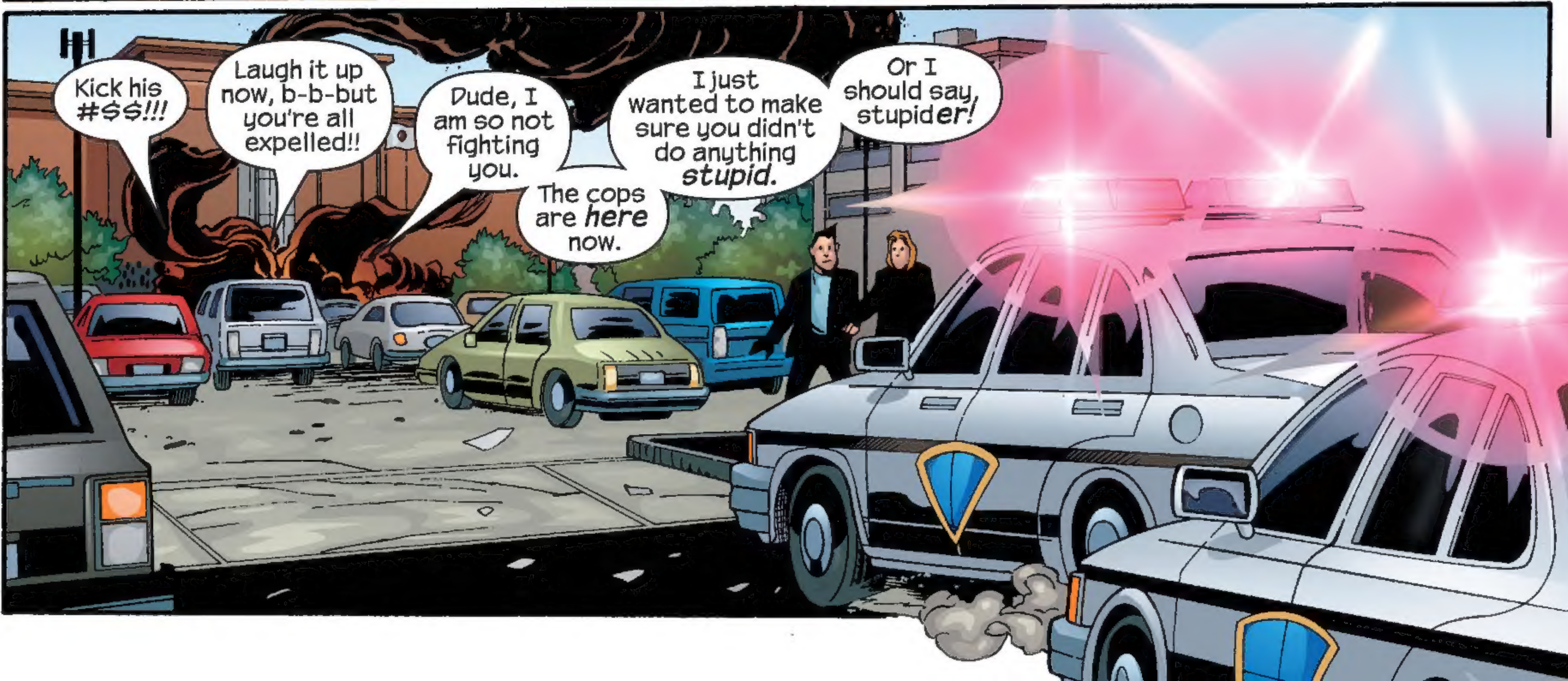
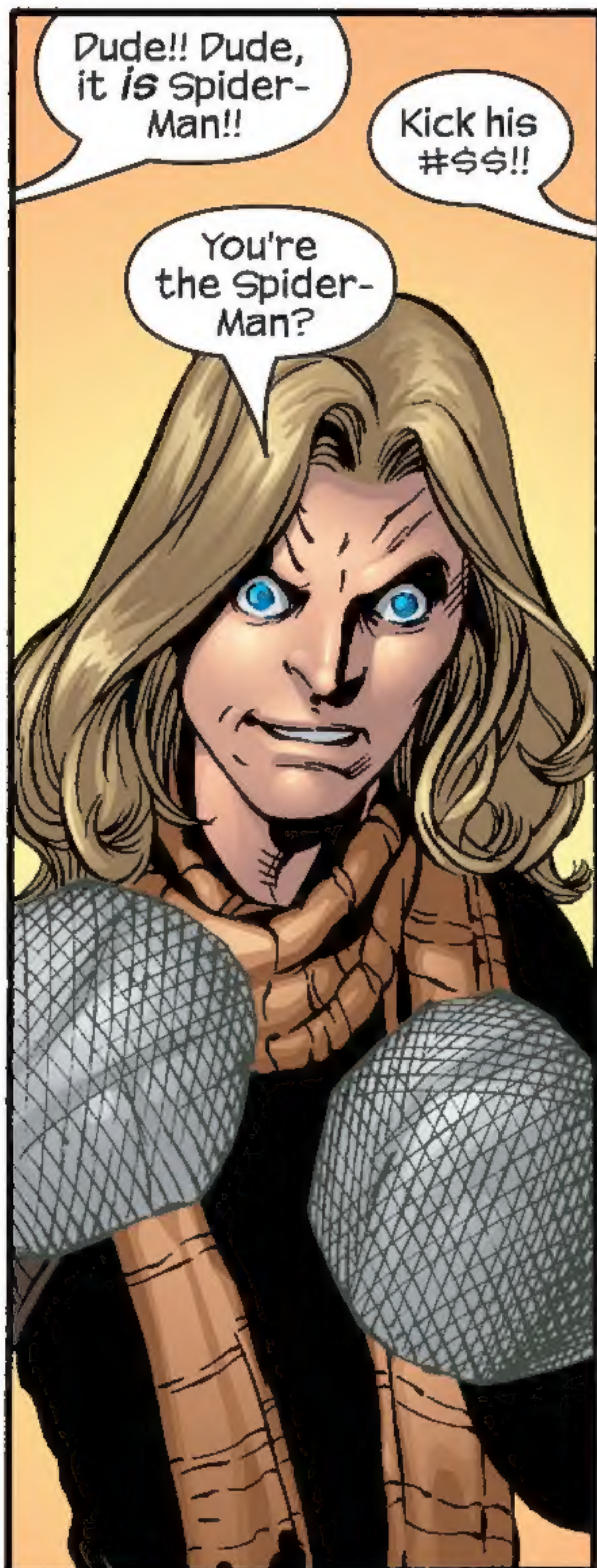
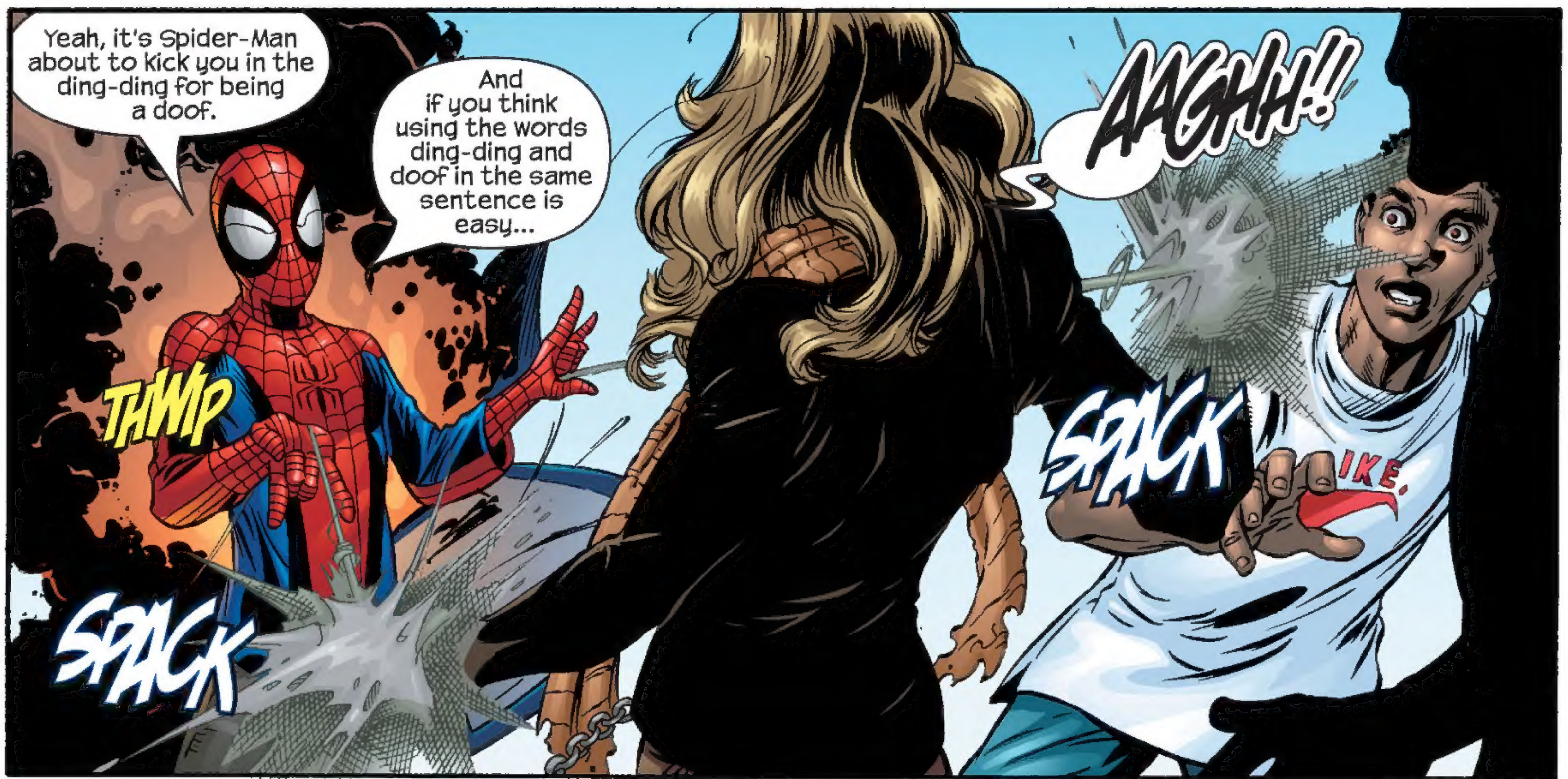
...who I am *finally* back together with after not wanting to have broken up with her in the *first* place.











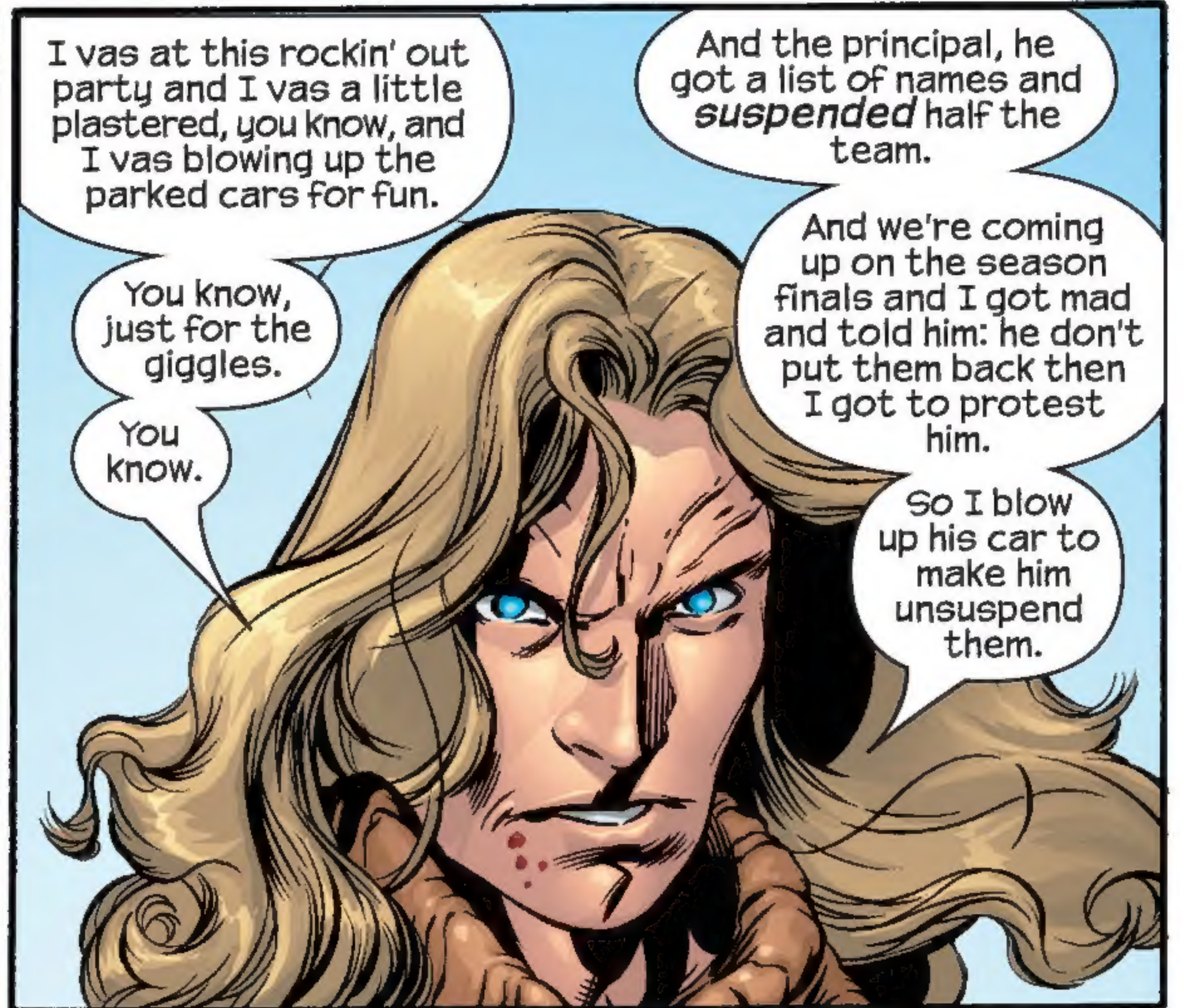




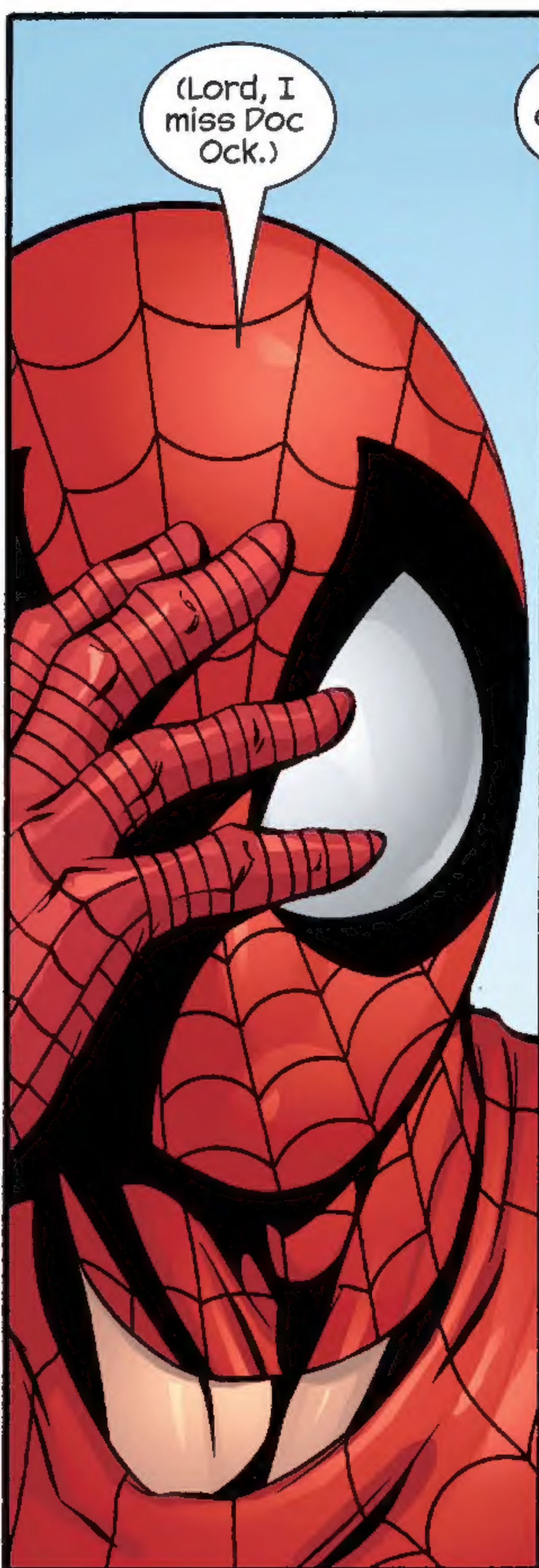
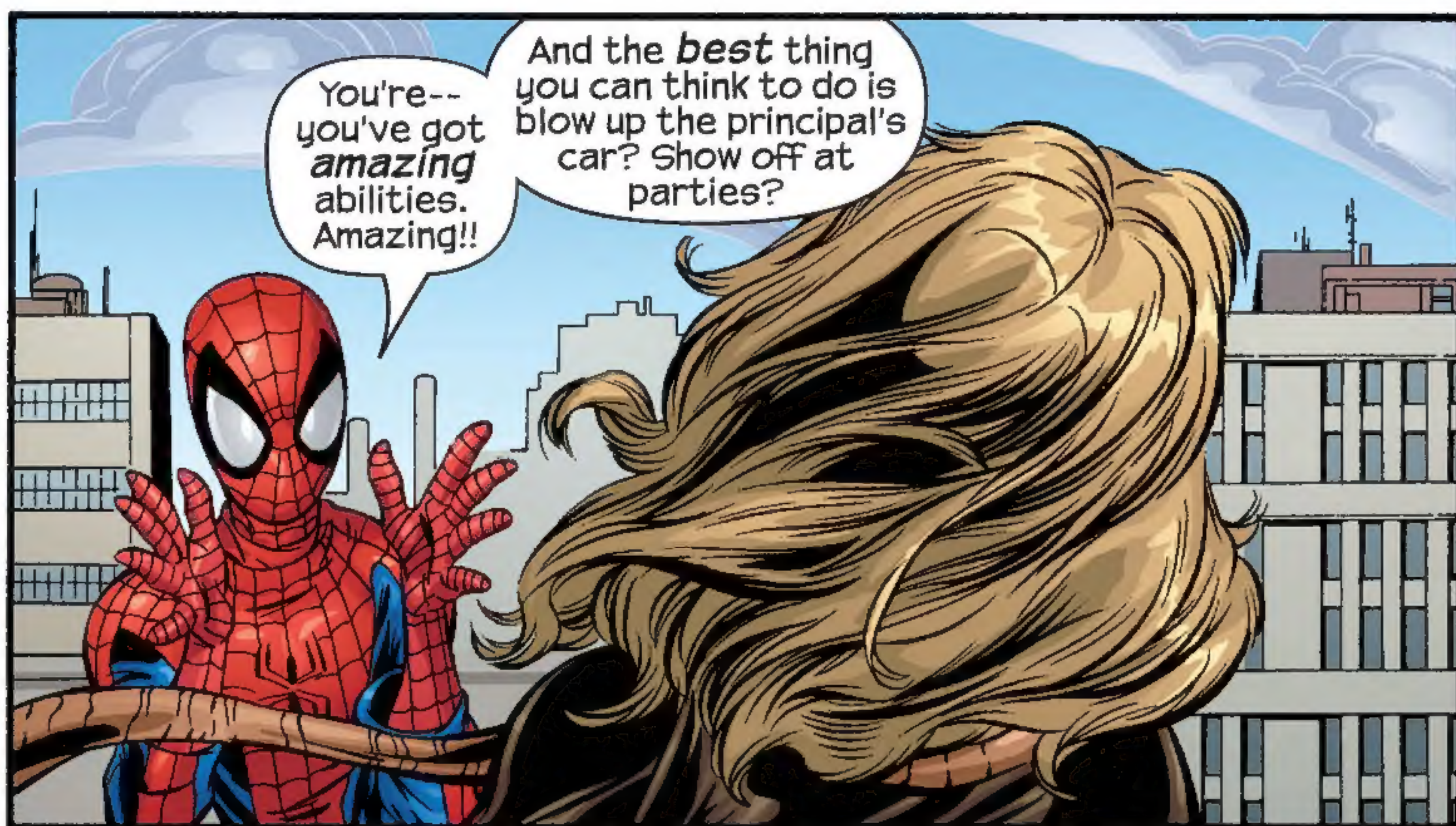




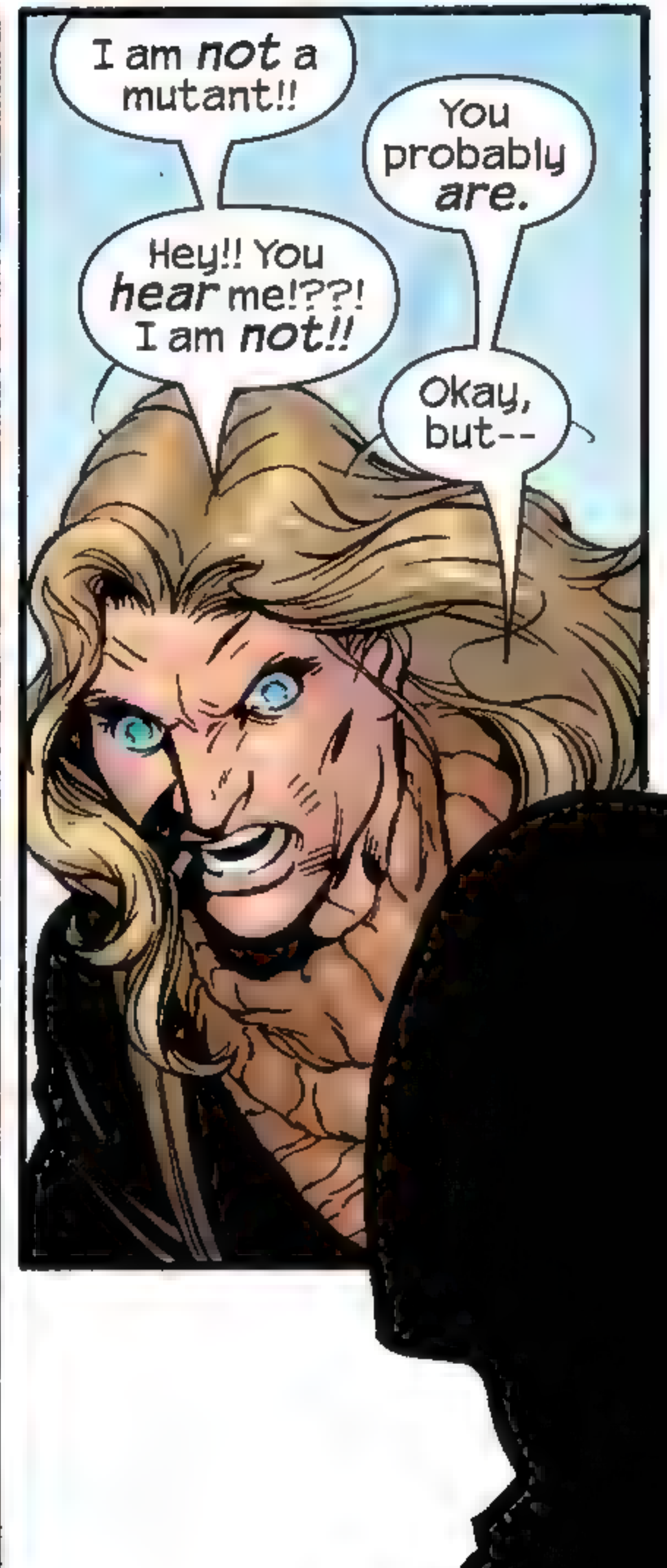
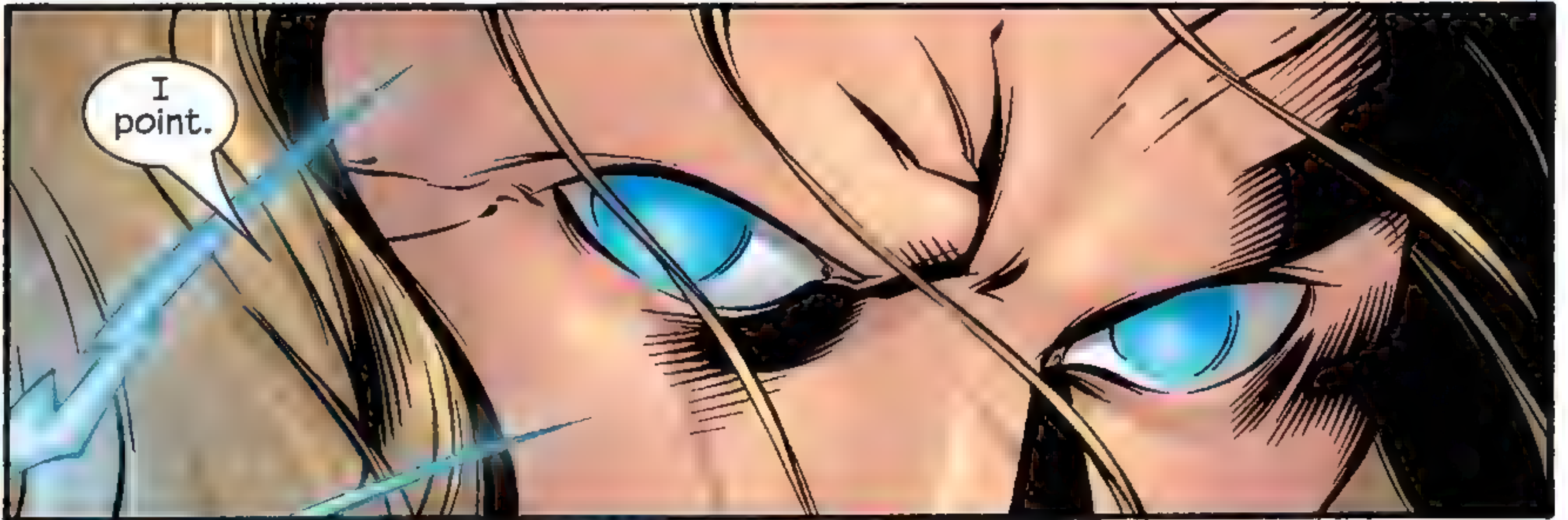
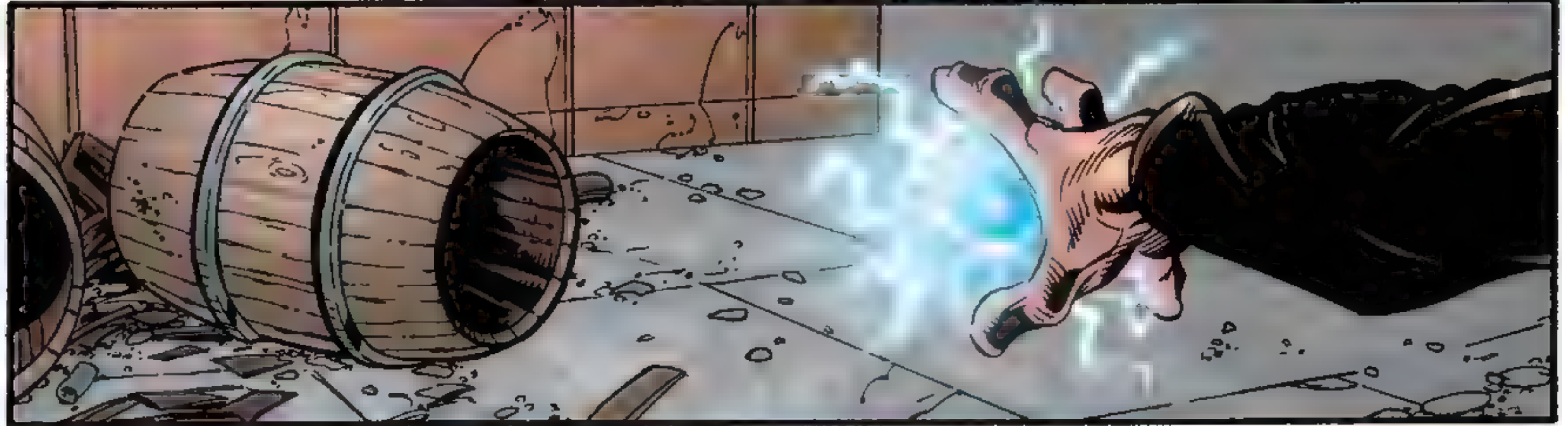
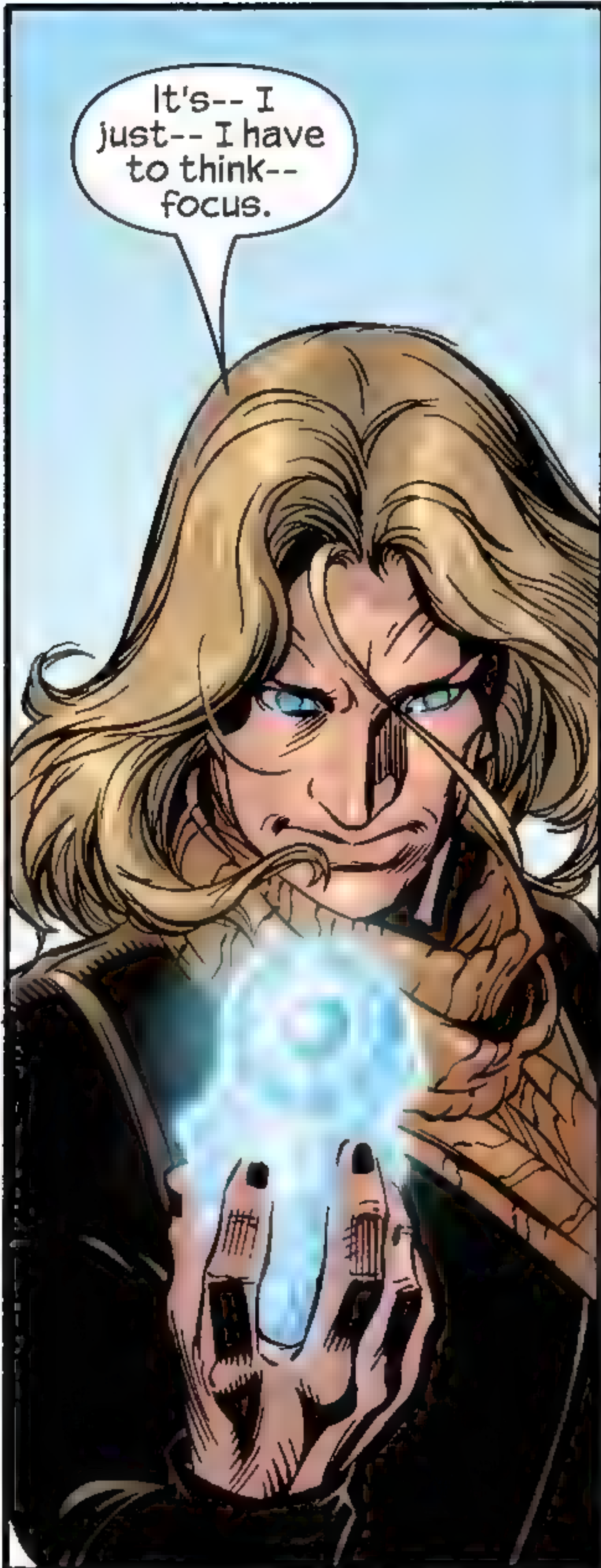
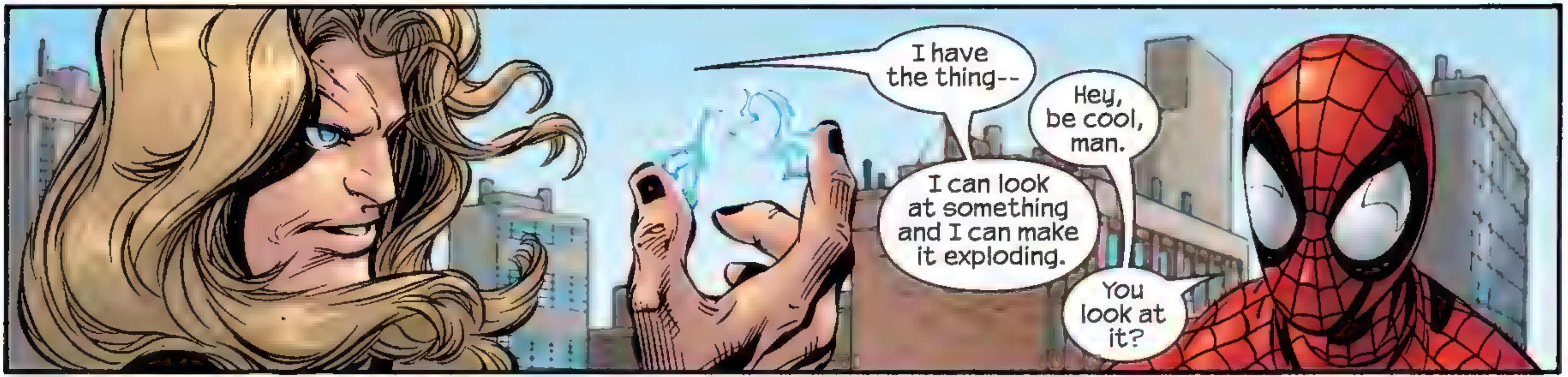
















Mutants  
are devil's  
children!!

You say that  
about me one  
more time, and  
you will have the  
trouble!

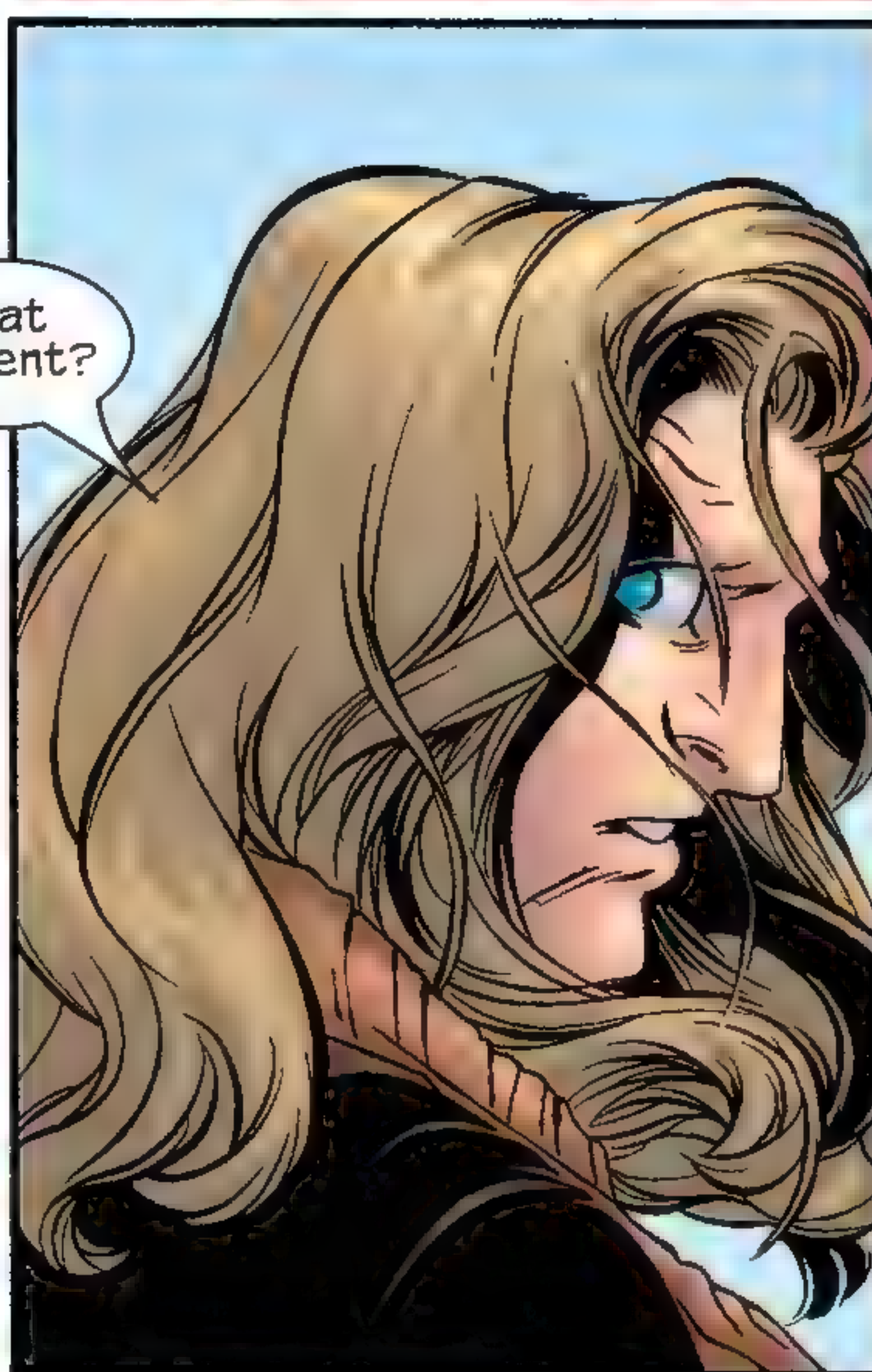


Okay.



What's, uh  
what's the  
accent?

What  
accent?



Where--

--are--

--you--

--from?



Oh, yes.  
I am an  
orphan.

I originally  
came from  
Latveria.

No  
kidding.

I was  
adopted by  
an American  
family two years  
ago and I come  
here to go to  
school.

Do your  
adopted  
parents know  
about your  
powers?

They do  
*now*. They are  
not, you know,  
too happy.



They, too,  
think I'm a  
mutant.

I tell  
them  
no.

But I see  
in their, you  
know, their *eyes*  
they are scared  
of me now.



Well, to be fair,  
evidence supports  
that you *might*  
be a--

I'm  
*not*!

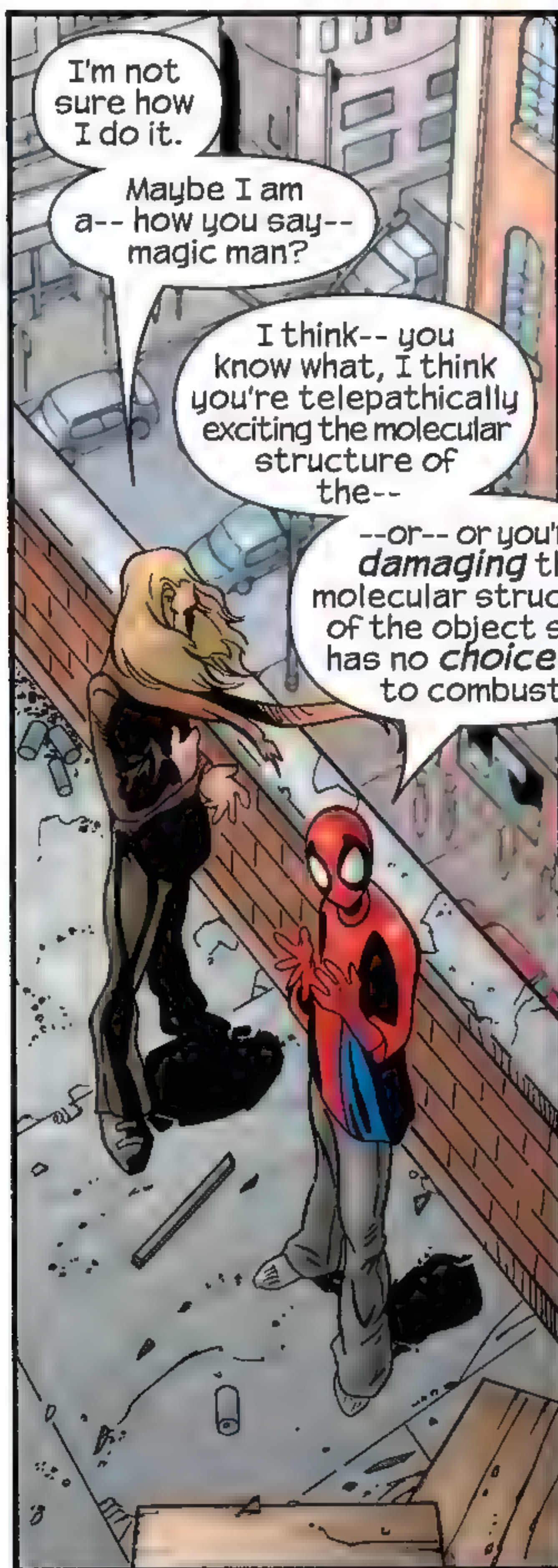
Okay...

I'm  
telling you,  
I'm not!!

Okay.

But you  
don't know  
*how* you  
got your  
powers?





I'm not sure how I do it.

Maybe I am a-- how you say-- magic man?

I think-- you know what, I think you're telepathically exciting the molecular structure of the--

--or-- or you're **damaging** the molecular structure of the object so it has no **choice** but to combust.



You're very much the geek boy under the webs, yes.

How'd you get *your* powers?

I'm just trying to *help* you, man.

Eh, I don't want to say.

Come on.

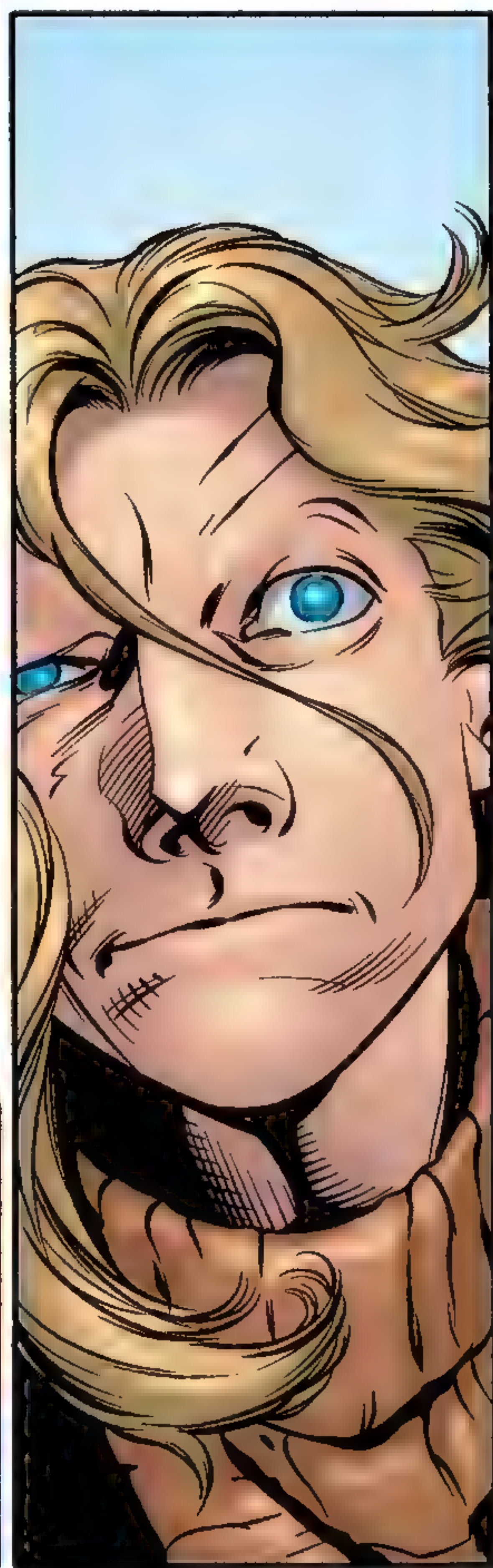
No.

Come on.

Come on--

I --

I got bit by a spider.



So don't tell me, fine.

But, dude, what's with dis mask?

You're like a famous dude and stuff. You're like--you know, famous.

Why not just be all the way the famous?



Well, I don't *want* to be famous.

Riight.

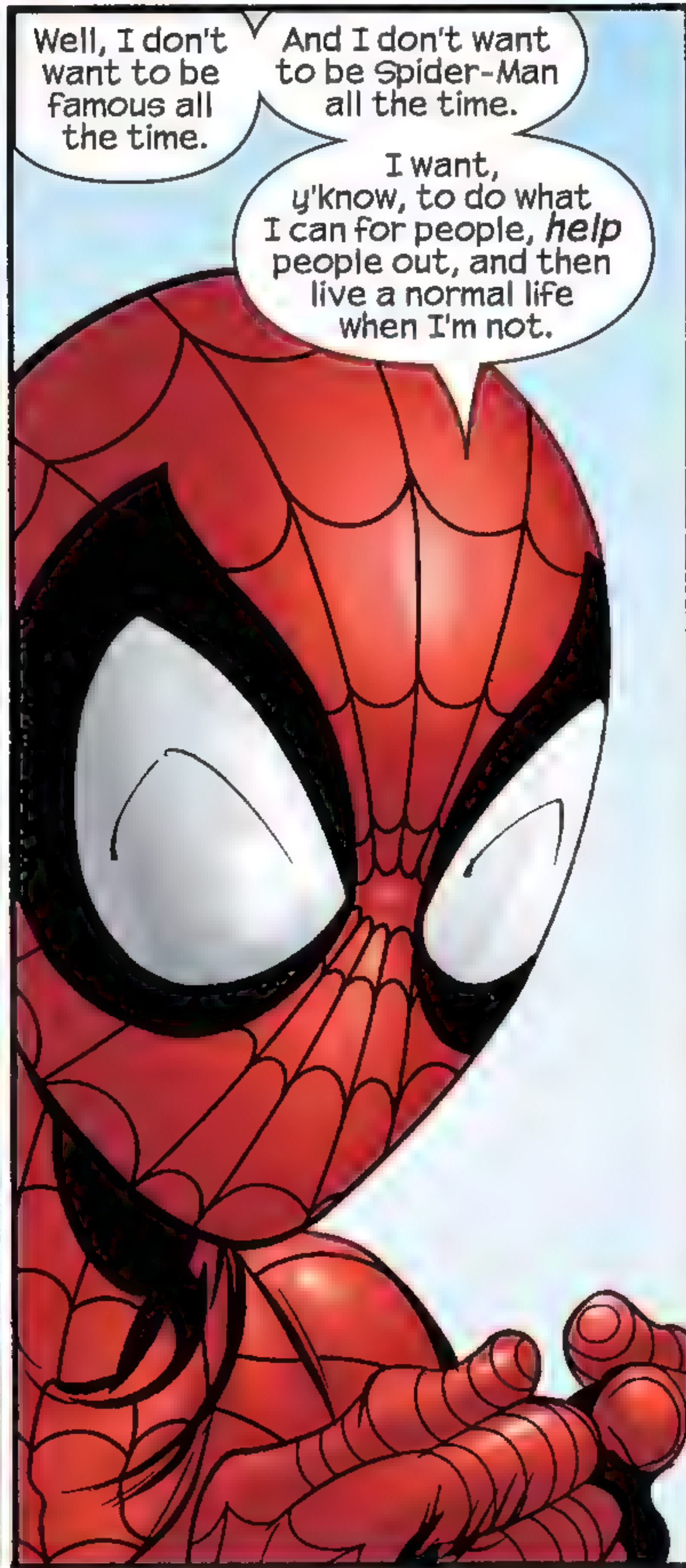
I don't.

Uh-huh.

Dude wears skin-tight, big, red and blue costume...

Flips around, vippy woo--

Says he *doesn't* want to be famous.



Well, I don't want to be famous all the time.

And I don't want to be Spider-Man all the time.

I want, y'know, to do what I can for people, *help* people out, and then live a normal life when I'm not.



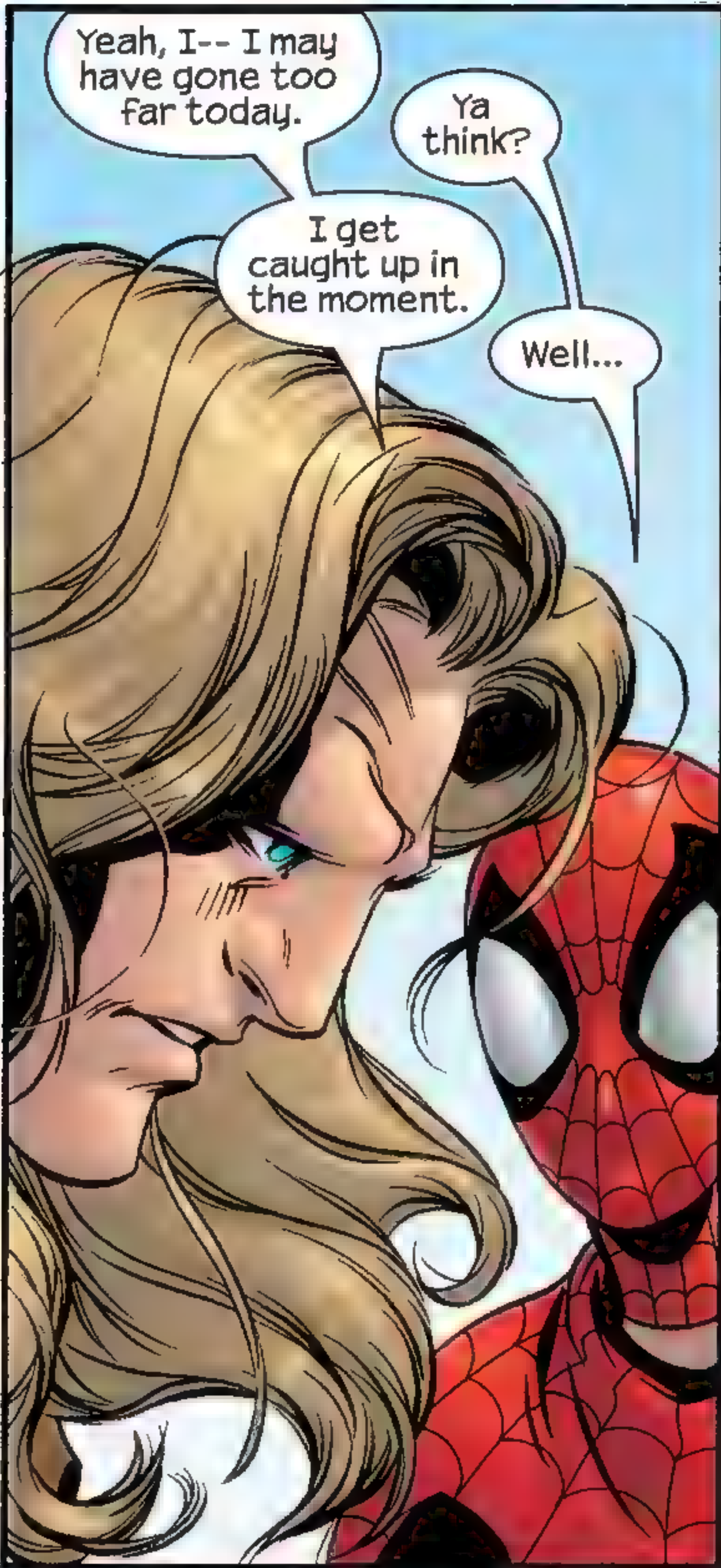


I should maybe get an outfit, huh?

I'm just saying, you really should consider using your powers for something, I don't know, more *responsible*.

You're going to go to jail, or worse... you'll get kicked out of the country.

It's a miracle. What you can do is a *miracle*. You gotta do something worthwhile. You gotta--



Yeah, I-- I may have gone too far today.

Ya think?

I get caught up in the moment.

Well...



See, dude...

No one even paid attentions to me until I got my thing. Right?

I was the "dorky foreign guy". I was who they made the joking. Right?

Then I show the team. I show them what I do-- everybody now loves me.

Now I get to *go* to the party. I meet the girls.

Sure, some people they scared of me, but I like that, too. Good to have someone scared.

Maybe I blow *you* up and be famous for girls.

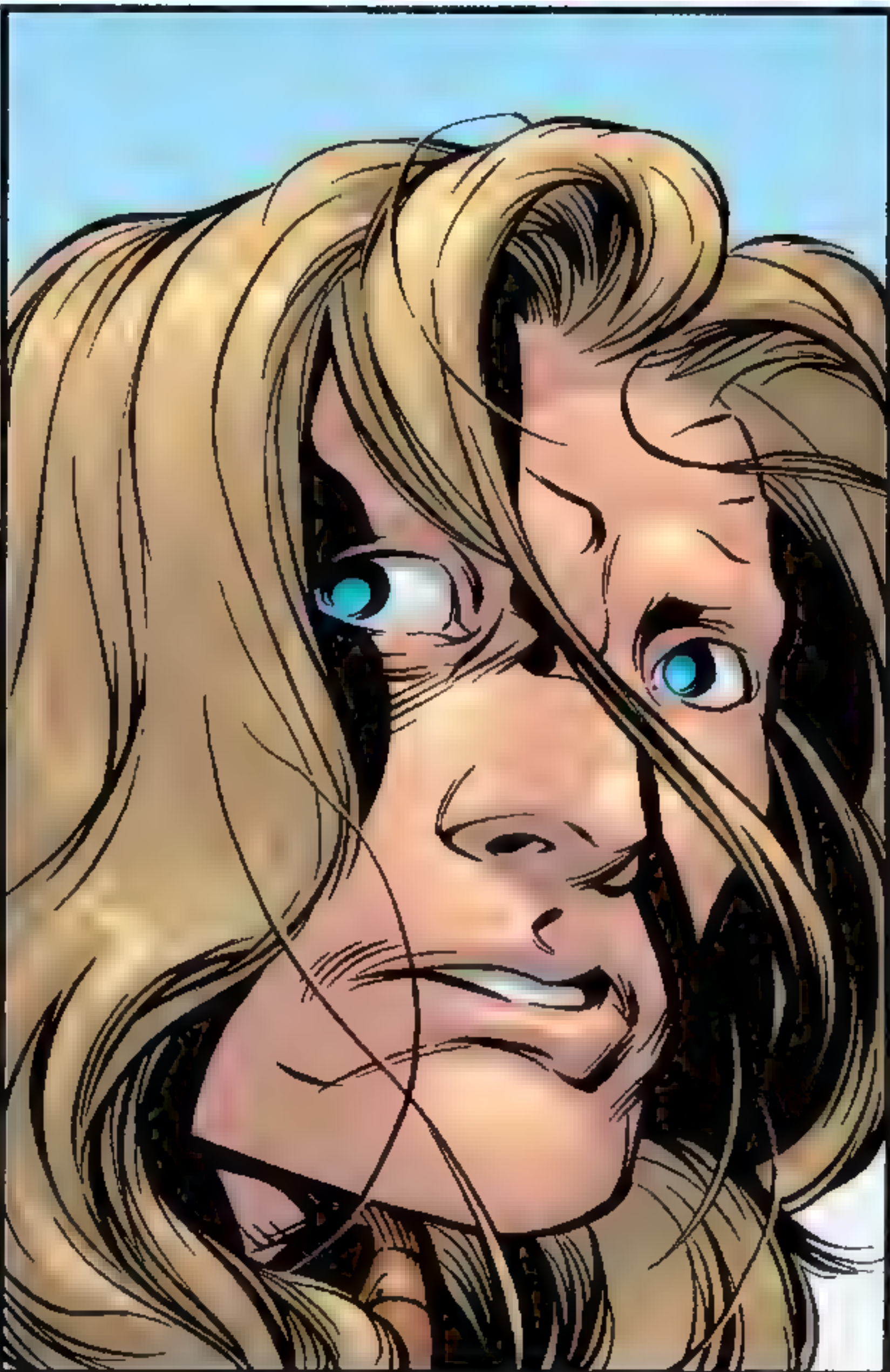


Okay...

Well...

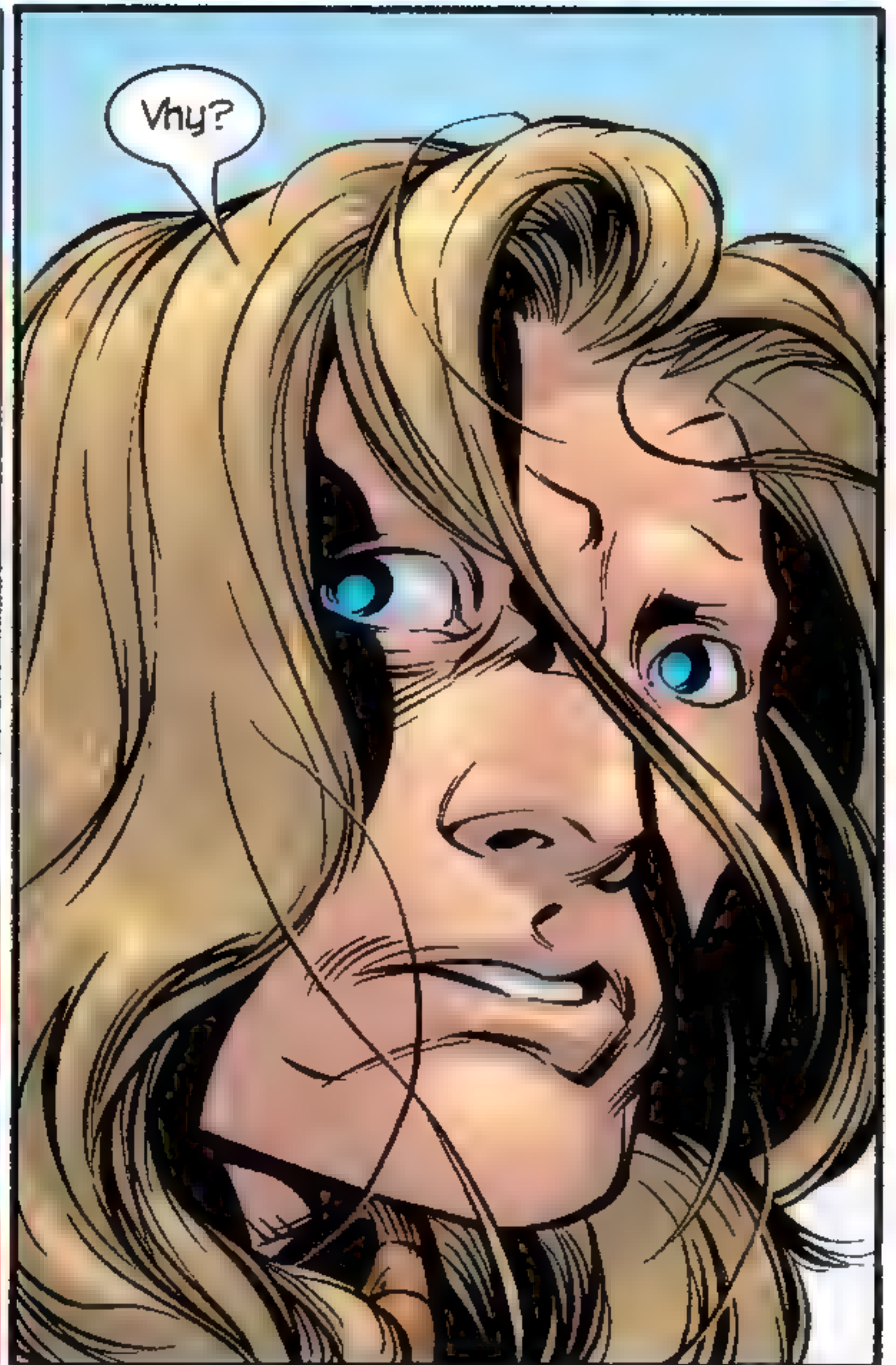
Instead of *that*, how about this...

"With great power there must also come great responsibility."



You have powers-- your powers...

I'm saying, you should do something to *help* people.

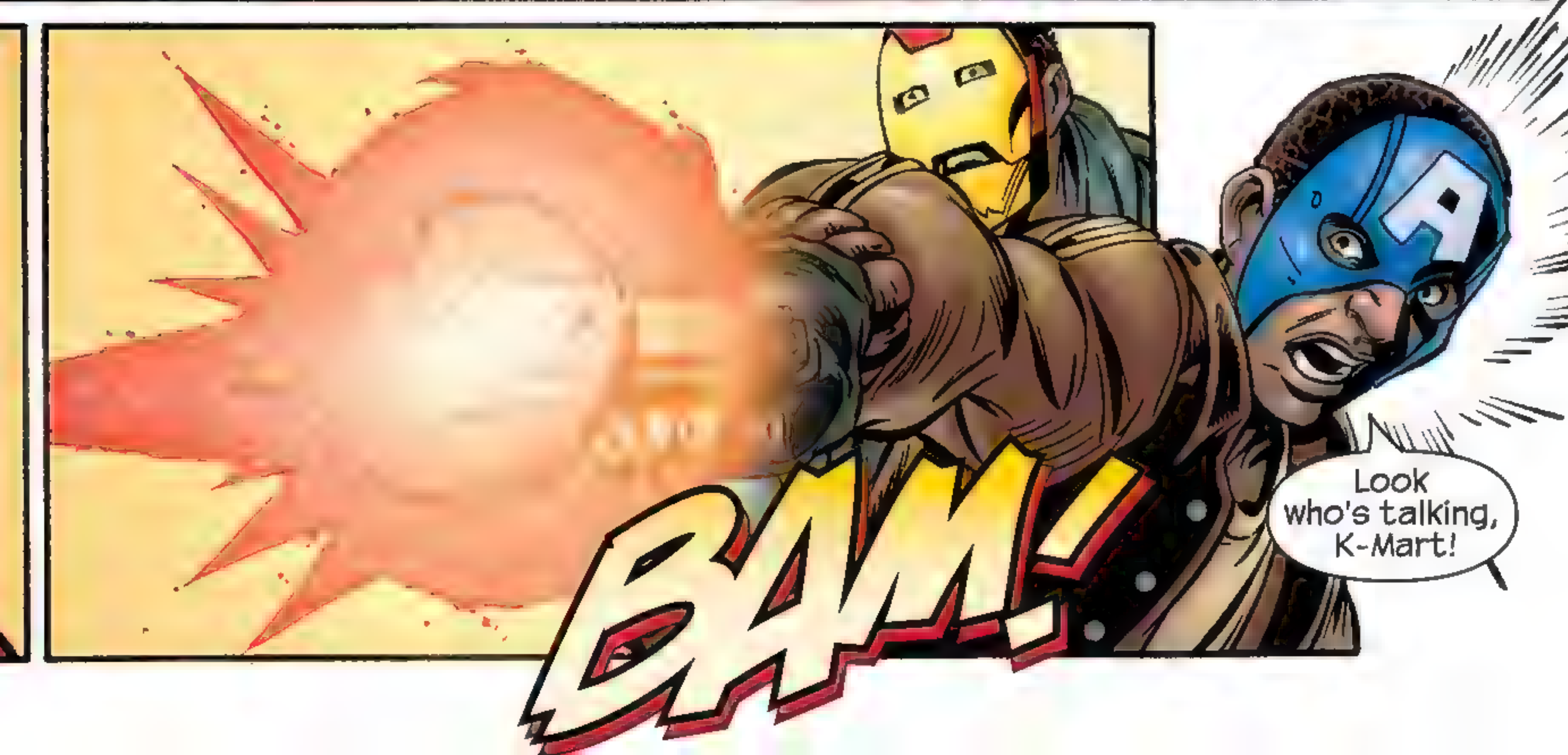


Vhy?

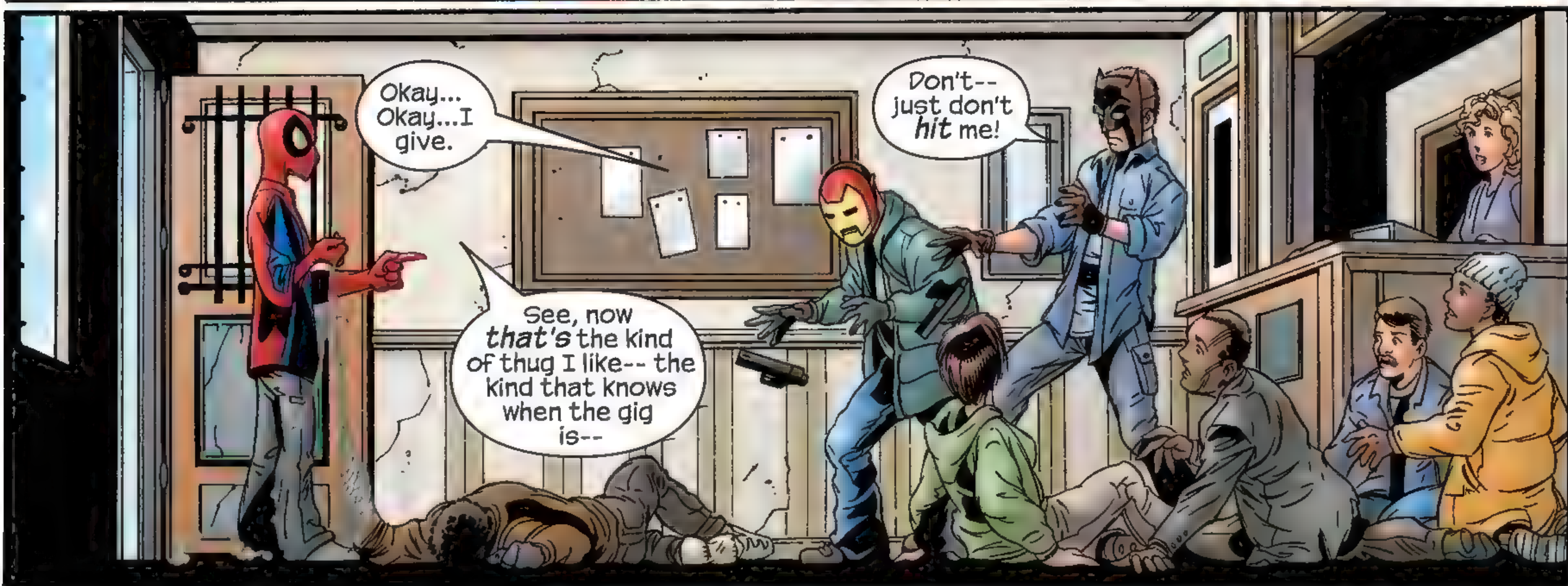
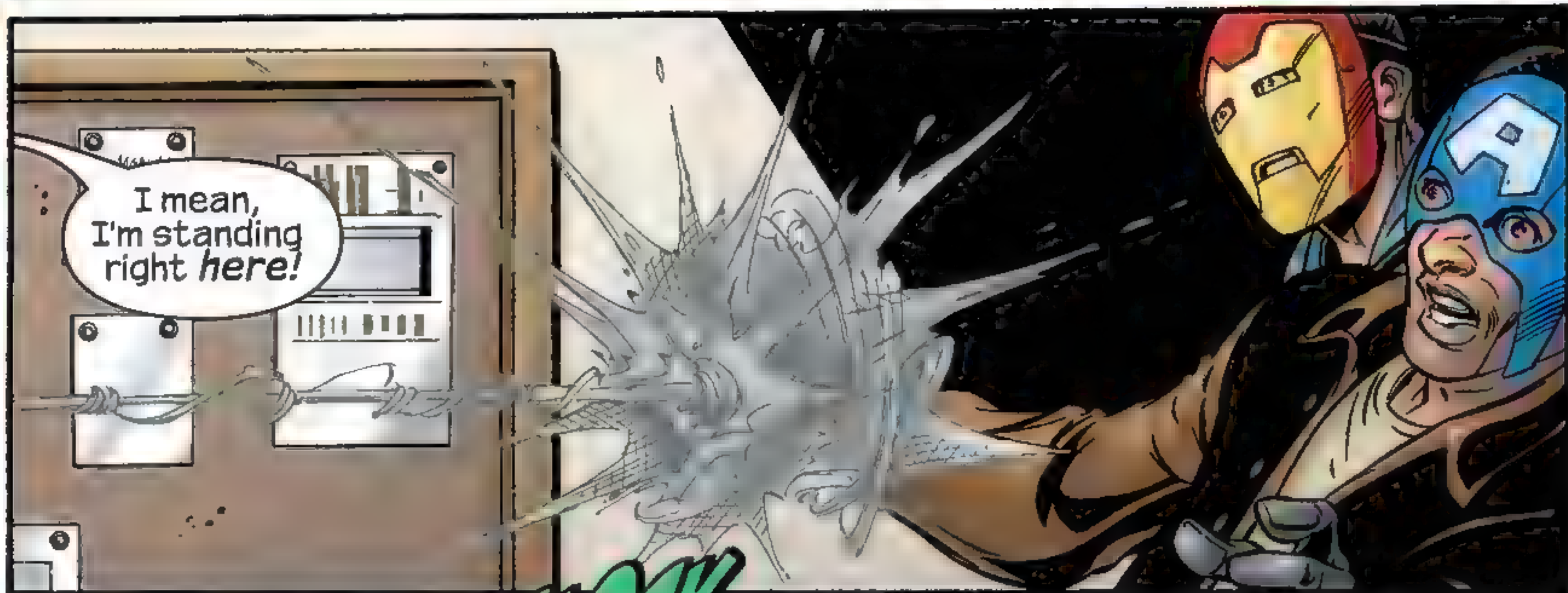
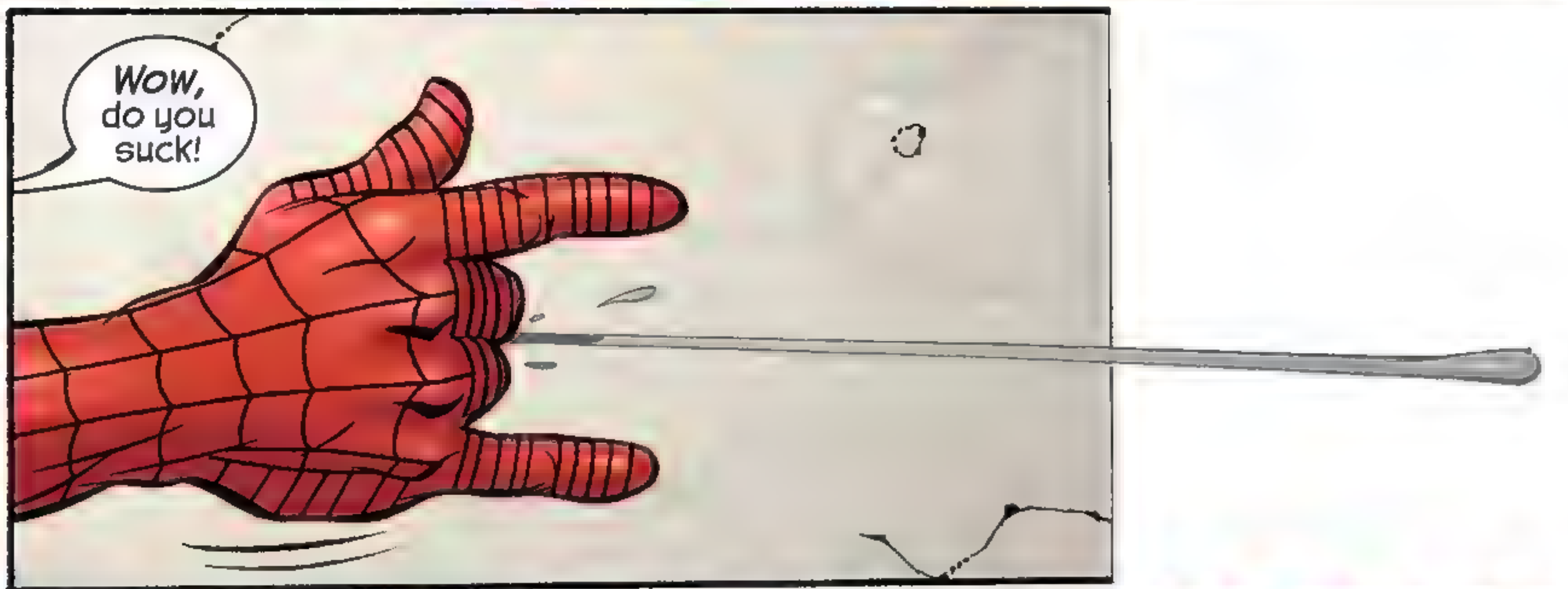
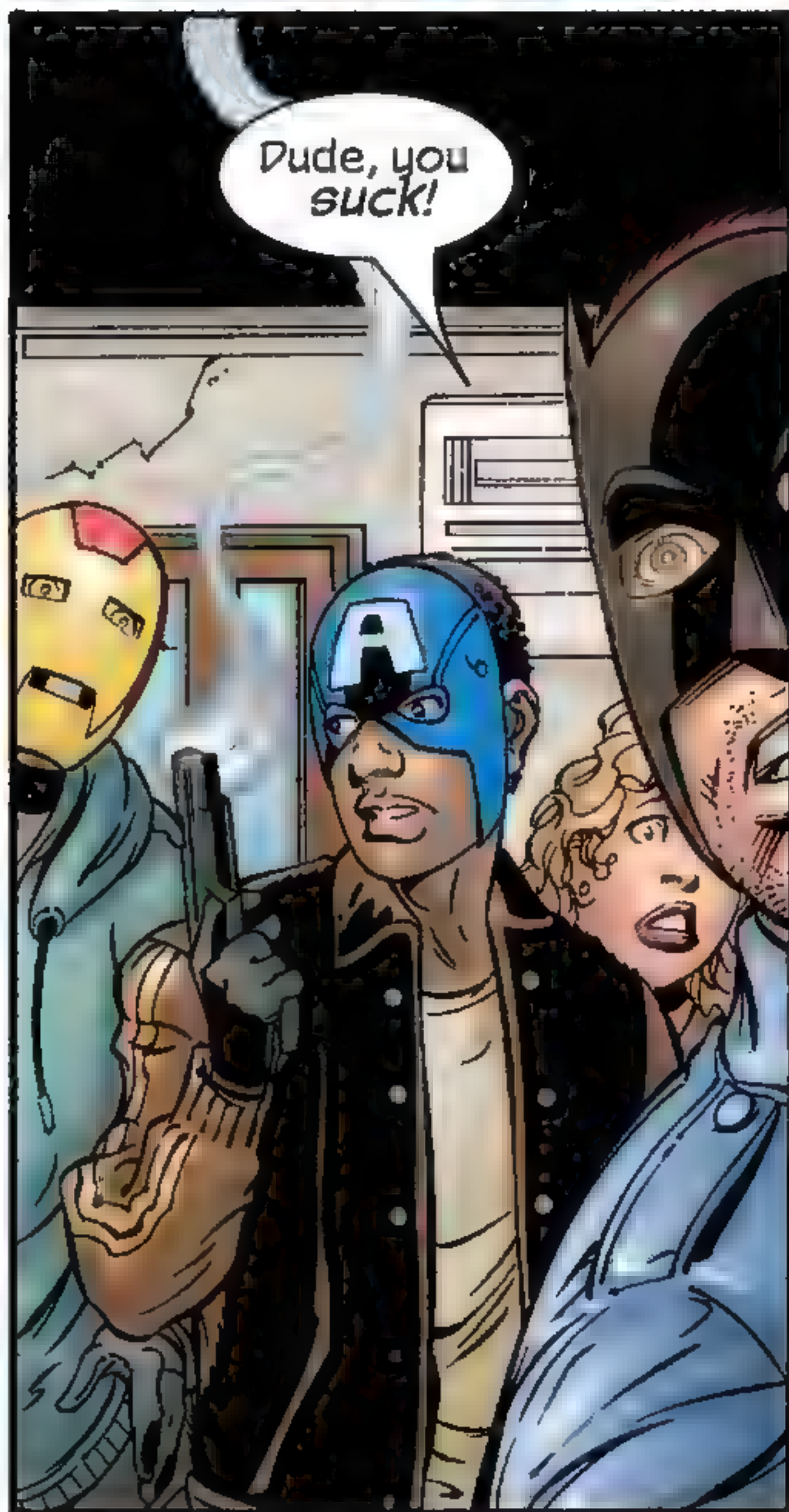




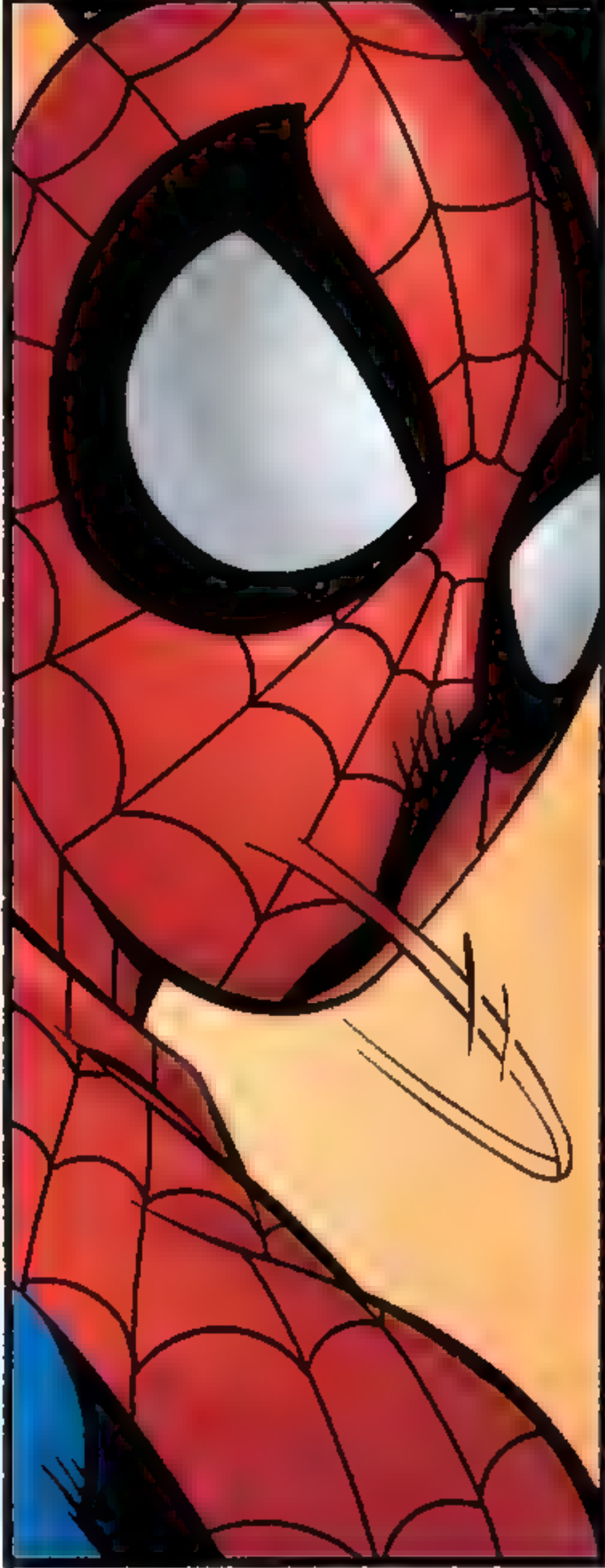
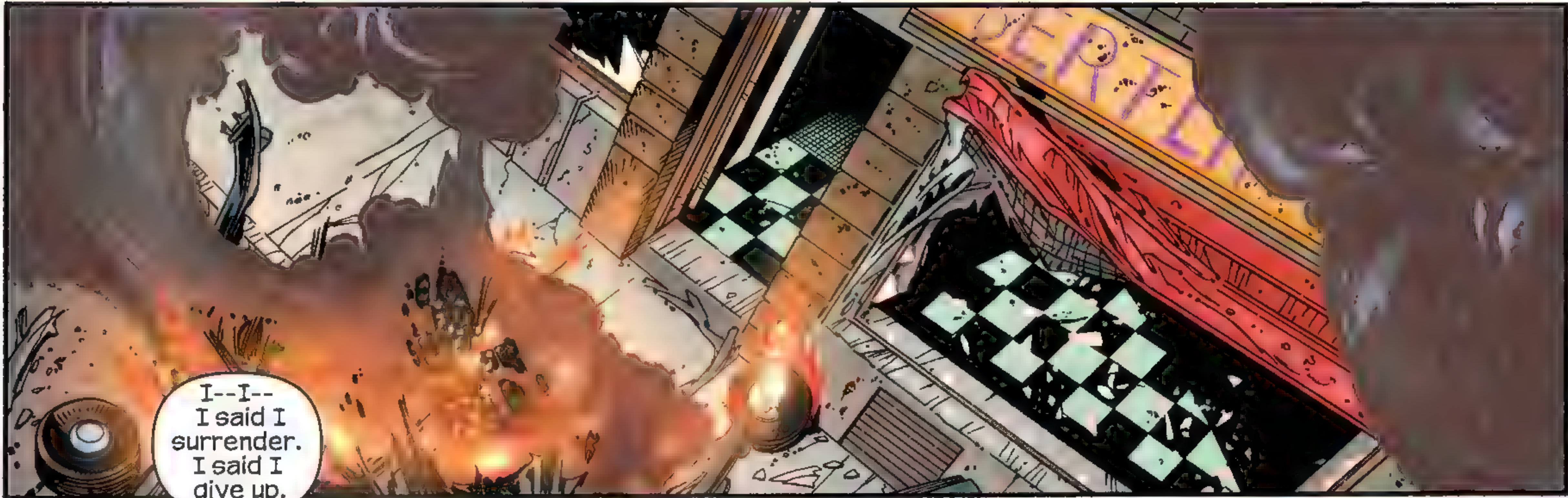




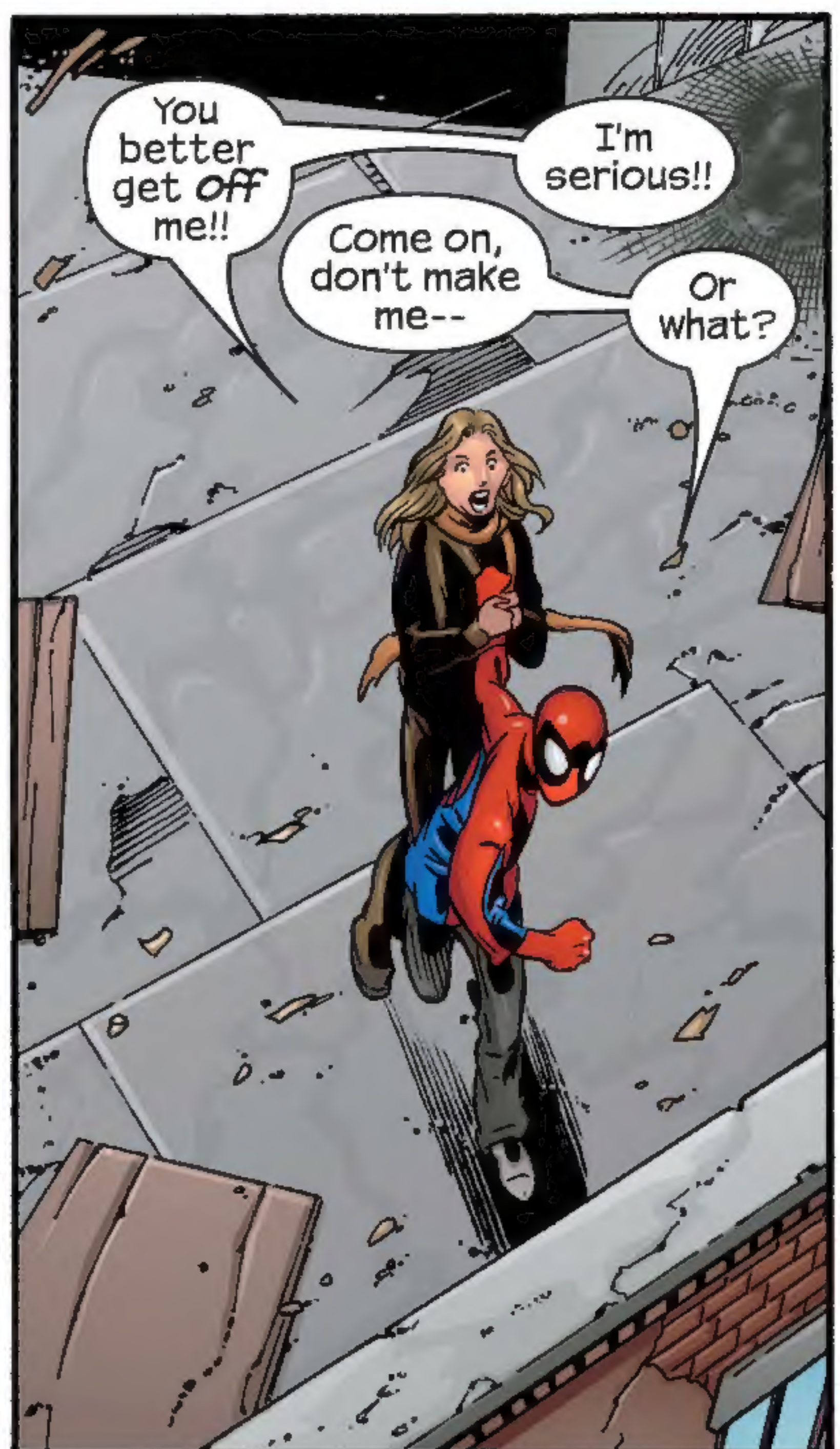
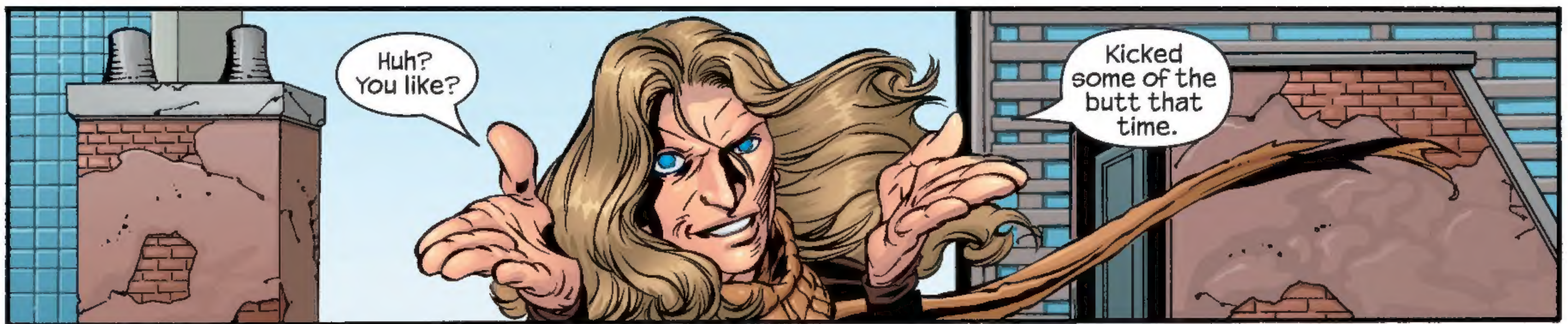




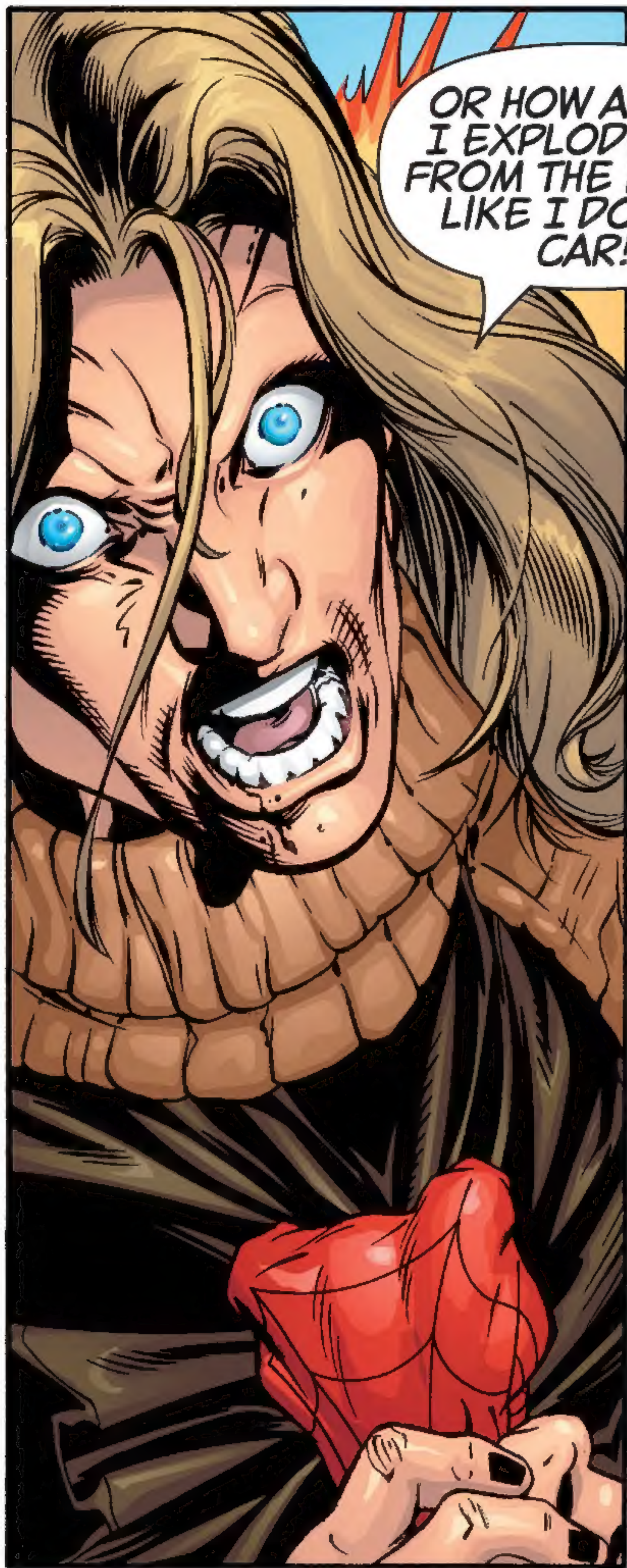




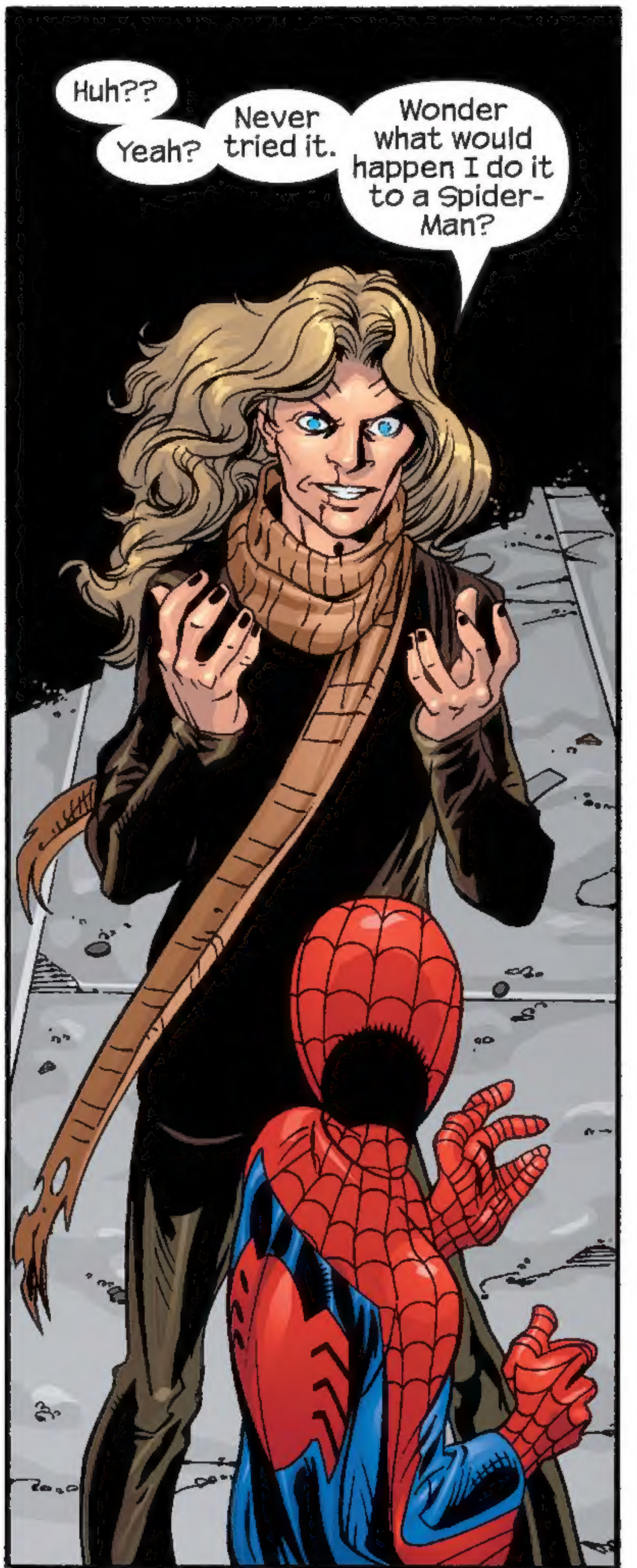
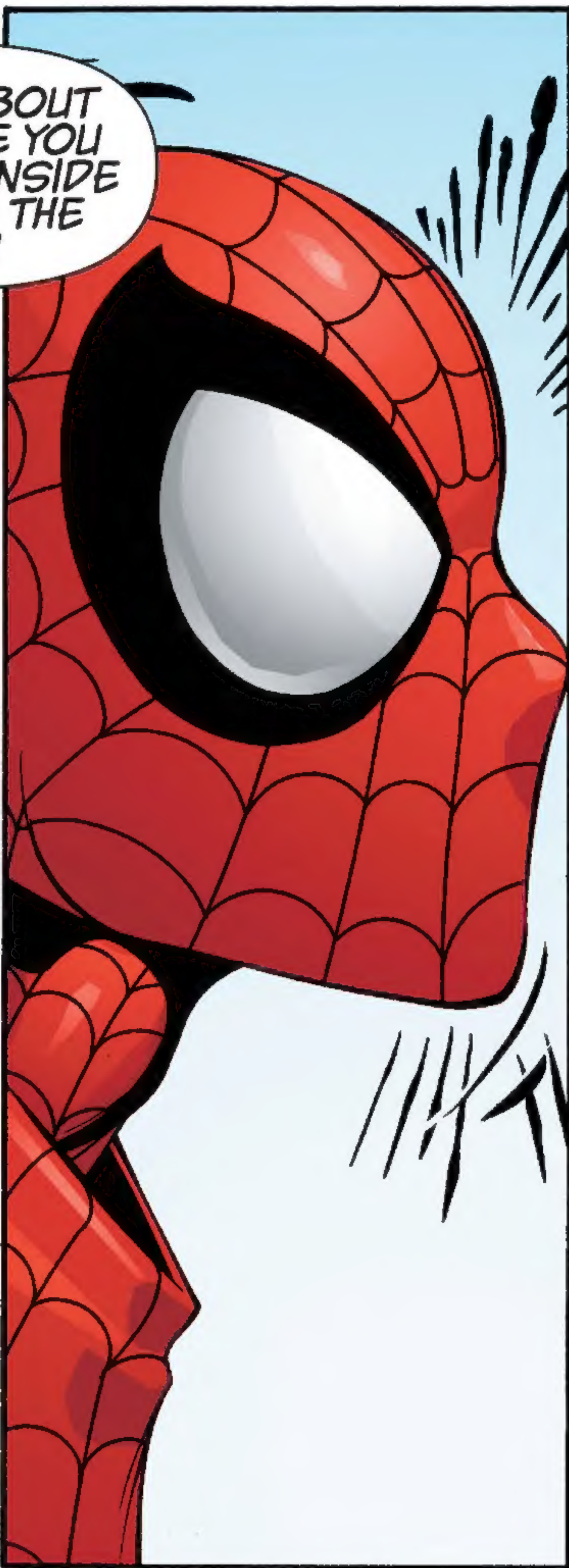








OR HOW ABOUT I EXPLODE YOU FROM THE INSIDE LIKE I DO THE CAR!!

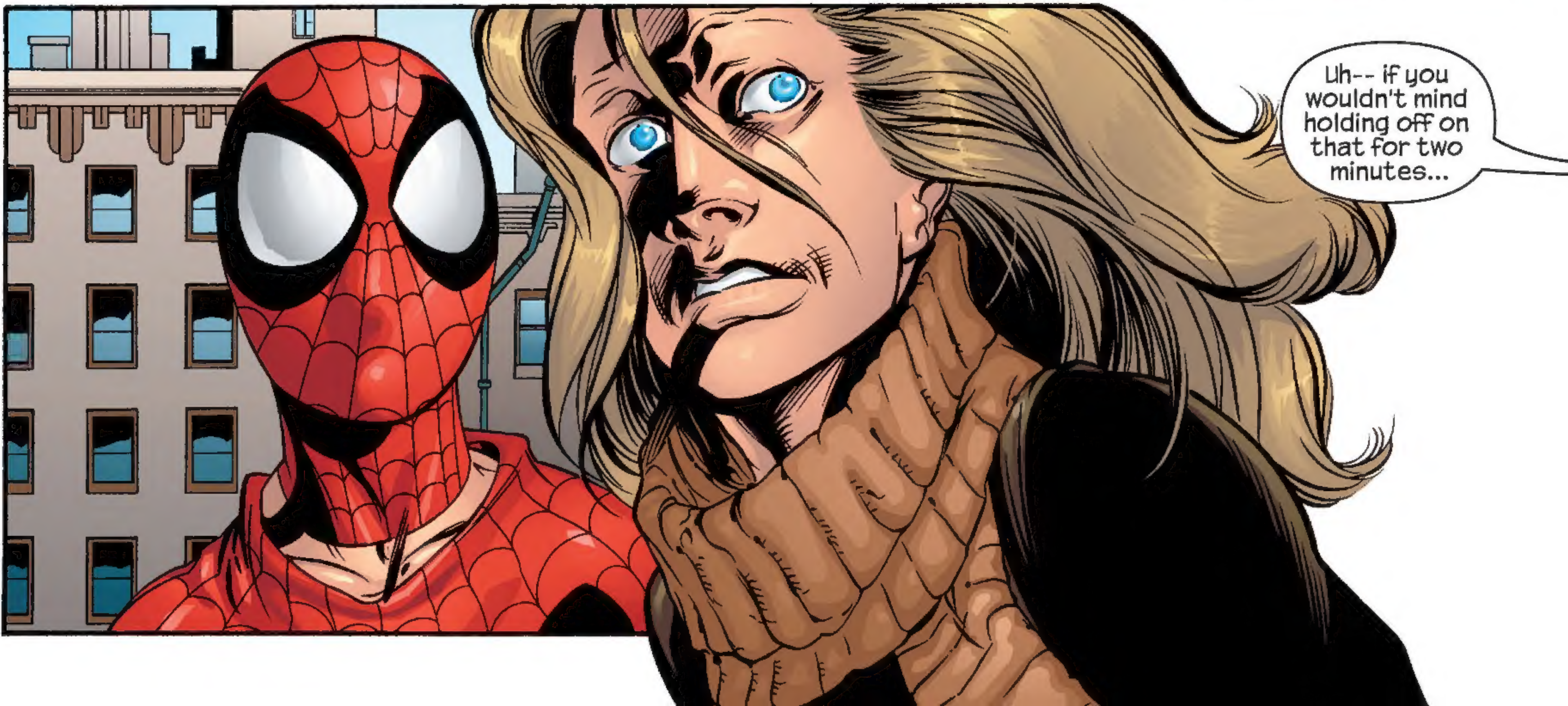
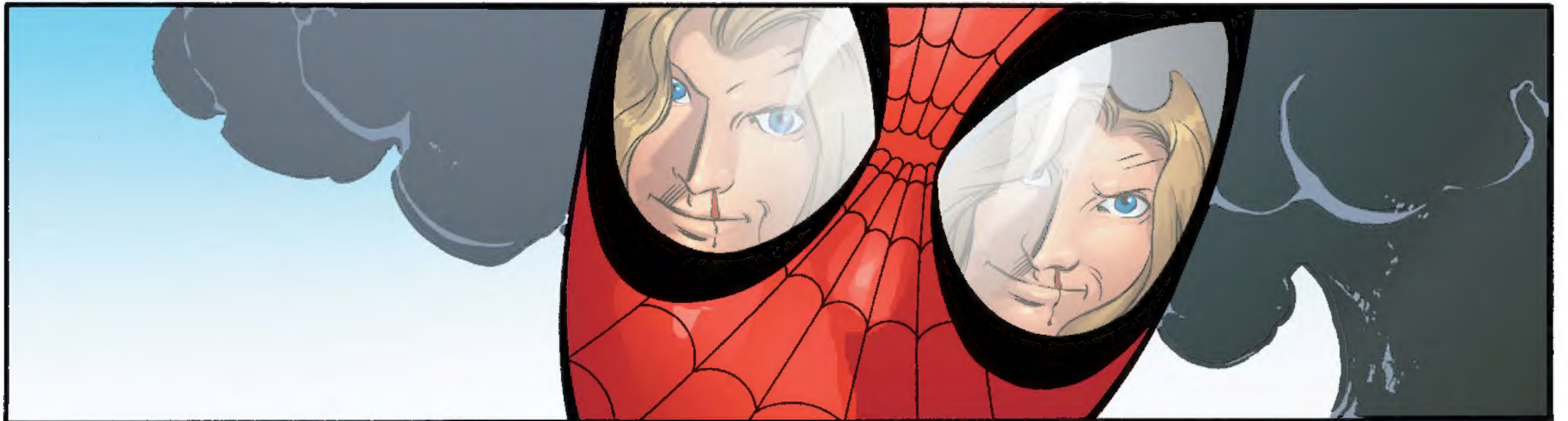


Huh??

Yeah?

Never tried it.

Wonder what would happen I do it to a Spider-Man?



Uh-- if you wouldn't mind holding off on that for two minutes...





We'd like to talk to you.

We're The X-Men.

The cute ones!

As seen on TV.

Told you you were a mutant...





**SON OF**

**ULTRAMAN**